

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE :  
W. R. GRACE & CO. : Chapter 11  
Debtor. : Case No. 01-01139 (JKF)  
Debtor. : Related Docket Item: 4602

**NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION ELEVENTH  
MONTHLY FEE APPLICATION, OF PRICEWATERHOUSECOOPERS LLP,  
AUDITORS AND TAX CONSULTANTS TO THE DEBTORS, FOR  
ALLOWANCE OF COMPENSATION AND REMIMBURSEMENT  
OF EXPENSES FOR THE MONTH OF AUGUST 2003**

On October 22, 2003, PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants to the Debtors, filed its *Eleventh Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants for Debtors, For Allowance of Compensation and Reimbursement of Expenses for the Month of August 2003* (Docket No. 4602) (the “Application”). The notice filed with the Application provided an objection deadline of 4:00 pm (Eastern Standard Time) on November 12, 2003. The undersigned hereby certifies that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals dated December 31, 2001 (“the Order”), the Debtor is authorized to pay PwC \$22,757.36 which represents eighty percent (80%) of the fees, and \$865.06, which represents 100% of the expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

Dated: November 24, 2003

SMITH, KATZENSTEIN & FURLOW, LLP

/s/ Kathleen M. Miller

Kathleen Miller (I.D. No.2898)

The Corporate Plaza

800 Delaware Avenue, 7th Floor

P.O. Box 410

Wilmington, DE 19899 (Courier 19801)

Telephone: 302-652-8400

Facsimile: 302-652-8405

Email:

Attorneys for Applicant PricewaterhouseCoopers  
LLP

**CERTIFICATE OF SERVICE**

I hereby certify that on the **24<sup>th</sup>** day of **November, 2003**, a copy of the **No Order Required Certification of No Objection to Eleventh Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants to the Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of August 2003** was served on the following parties in the manner herein indicated:

|   |  |
|---|--|
| W.R. Grace & Co.<br>7500 Grace Drive<br>Columbia, MD 21044<br>Attn: David B. Siegel, Senior Vice President<br>and General Counsel<br><b>VIA U.S. MAIL AND VIA E-MAIL IN PDF FORMAT</b><br><b>TO william.sparks@grace.com</b>          | James H.M. Sprayregen, Esquire<br>Kirkland & Ellis<br>200 East Randolph Drive<br>Chicago, IL 60601<br><b>VIA E-MAIL IN PDF FORMAT</b><br><b>TO james.kapp@chicago.kirkland.com</b>   |
| Laura Davis Jones, Esq.<br>Pachulski, Stang, Ziehl, Young &<br>Jones, P.C.<br>919 North Market Street, Suite 1600<br>P.O. Box 8705<br>Wilmington, DE 19899-8705<br><b>VIA E-MAIL IN PDF FORMAT</b><br><b>TO dcarickhoff@pszyj.com</b> | J. Douglas Bacon, Esq.<br>Latham & Watkins<br>Sears Tower<br>Suite 5800<br>Chicago, IL 60606<br><b>VIA E-MAIL IN PDF FORMAT</b><br><b>TO david.heller@lw.com and</b><br><b>carol.hennessey@lw.com</b>                                      |
| Steven M. Yoder, Esq.<br>The Bayard Firm<br>222 Delaware Avenue, Suite 900<br>P.O. Box 25130<br>Wilmington, DE 19899<br><b>VIA E-MAIL IN PDF FORMAT</b><br><b>TO syoder@bayardfirm.com</b>  | Lewis Kruger, Esq.<br>Stroock & Stroock & Lavan LLP<br>180 Maiden Lane<br>New York, NY 10038-4982<br><b>VIA E-MAIL IN PDF FORMAT</b><br><b>TO rserrette@stroock.com</b>  |
| Michael R. Latowski, Esq.<br>Duane, Morris & Heckscher, LLP<br>1100 N. Market Street, Suite 1200<br>Wilmington, DE 19801-1246<br><b>VIA E-MAIL IN PDF FORMAT</b><br><b>TO mlastowski@duanemorris.com</b>                              | Scott L. Baena, Esq.<br>Bilzin, Sumberg, Dunn, Baena,<br>Price & Axelrod, LLP<br>First Union Financial Center<br>200 South Biscayne Blvd, Suite 2500<br>Miami, FL 33131<br><b>VIA E-MAIL IN PDF FORMAT</b><br><b>TO jsakalo@bilzin.com</b> |

Michael B. Joseph, Esq.  
Ferry & Joseph, P.A.  
824 Market Street, Suite 904  
P.O. Box 1351  
Wilmington, DE 19899  
**VIA E-MAIL IN PDF FORMAT**  
**TO ttacconelli@ferryjoseph.com**

Matthew G. Zaleski, III, Esq.  
Campbell & Levine, LLC  
Chase Manhattan Centre, 15th Floor  
1201 Market Street, Suite 1500  
Wilmington, DE 19801  
**VIA E-MAIL IN PDF FORMAT**  
**TO mgz@del.camlev.com**

Teresa K.D. Currier, Esq.  
Klett Rooney Lieber & Schorling  
1000 West Street, Suite 1410  
Wilmington, DE 19801  
**VIA E-MAIL IN PDF FORMAT**  
**TO currier@klettrooney.com**

Frank J. Perch, Esq.  
Office of the United States Trustee  
844 King Street, Suite 2311  
Wilmington, DE 19801  
**VIA U.S. MAIL**

Elihu Inselbuch, Esq.  
Caplin & Drysdale  
399 Park Avenue, 36th Floor  
New York, NY 10022  
**VIA E-MAIL IN PDF FORMAT**  
**TO pvnl@capdale.com**

Philip Bentley, Esq.  
Kramer, Levin, Naftalis &  
Frankel, LLP  
919 Third Avenue  
New York, NY 10022  
**VIA E-MAIL IN PDF FORMAT**  
**TO pbentley@kramerlevin.com**

Warren H. Smith  
Warren H. Smith & Associates  
900 Jackson Street  
120 Founders Square  
Dallas, TX 75202  
**VIA U.S. MAIL AND VIA E-  
MAIL IN AN ELECTRONIC  
FORMAT TO whsmith@  
whsmithlaw.com**

/s/ Kathleen M. Miller  
Kathleen M. Miller